

RECORDATION NO. *12645 A*

MAR 13 1981 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

BORDEN, INC.  
180 East Broad Street  
Columbus, Ohio 43215  
614/225-4448

March 9, 1981

No. 1-072A080

Date MAR 13 1981

Fee \$ 10.00

ICC Washington, D. C.

Agatha L. Mergenovich,  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: Amendment No. 1, dated as of September 15, 1980 by  
and between Exchange National Bank of Chicago, as  
Trustee, and Borden, Inc. (the "Amendment")

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. §11303 and the Commission's rules and regulations thereunder, enclosed for filing on behalf of Borden, Inc., are counterparts of the above-captioned Amendment, which is a supplement to the Lease of Railroad Equipment dated as of September 15, 1980 between Borden, Inc. and Exchange National Bank of Chicago as Trustee under Trust Agreement dated as of September 15, 1980, with the Bank of New York (the "Lease"). The Lease was recorded with the Interstate Commerce Commission on December 23, 1980, at 2:50 p.m. under Recordation Number 12645. Please record this Amendment under that Recordation Number.

The names and addresses of the parties to the aforementioned Amendment are:

(1) Owner-Trustee-Lessor:

Exchange National Bank of Chicago, as trustee under  
Trust Agreement dated as of September 15, 1980, with the  
Bank of New York  
130 South LaSalle Street  
Chicago, Illinois 60603  
Attention: Corporate Trust Department

(2) Lessee:

Borden, Inc.  
180 East Broad Street  
Columbus Ohio, 43215

RECEIVED  
MAR 13 9 59 AM '81  
I.C.C.  
FEE OPERATION BR.

*Mrs Lee -  
I do not know  
the next letter  
number 12645-*

*Charles D. E.*

Agatha L. Mergenovich,  
Mrch 9, 1981  
Page Two

Please file and record the document referred to in this letter and index it under the names of the Owner-Trustee-Lessor and the Lessee.

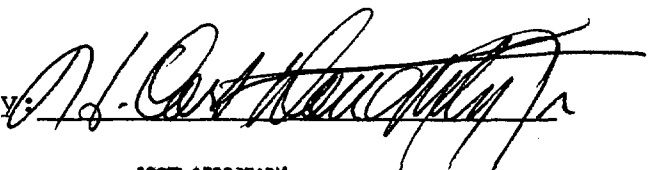
The Equipment subject to the Amendment consists of fifty (50) 30,000 gallon, non-coiled, non insulated tank cars with identification numbers BCD 601-650.

There is also enclosed a check for \$10.00 payable to the Interstate Commerce Commission, representing the fee for recording the Amendment.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument for your files. It is requested that the remaining counterparts be delivered to the bearer of this letter.

Very truly yours,

BORDEN, INC.

By:   
ASST SECRETARY  
H. CORT DOUGHTY, JR.

AIN:vlp  
Enclosures

MS #5

AMENDMENT NO. 1, Dated  
As of September 15, 1980  
To Lease of Railroad Equipment,  
Dated as of September 15, 1980.

RECORDATION NO. 12645-4  
MAR 13 1981 - 10 05 AM  
INTERSTATE COMMERCE COMMISSION

EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, acting not in its individual capacity but solely as trustee under a Trust Agreement dated as of September 15, 1980 with The Bank of New York, and Borden, Inc., a New Jersey corporation, are parties to a Lease of Railroad Equipment, dated as of September 15, 1980 (the "Lease"). Terms used herein which are defined in the Lease shall have the meanings therein defined.

It is hereby agreed that the Lease be and the same hereby is amended as follows:

1. Section 30 of the Lease is hereby amended by deleting the words "seven years after" appearing at the end of the first proviso contained in the first paragraph thereof, and by changing the letter "C" to "B" appearing in the first line on page 61 of the Lease.

2. Appendix C to the Lease is hereby deleted and "/Termination" is hereby inserted after the word "Casualty" appearing in the title to Appendix B and in the heading of the left column of said Appendix.

In all other respects, the Lease, as hereby amended, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to be executed by their duly authorized officers as of September 15, 1980.

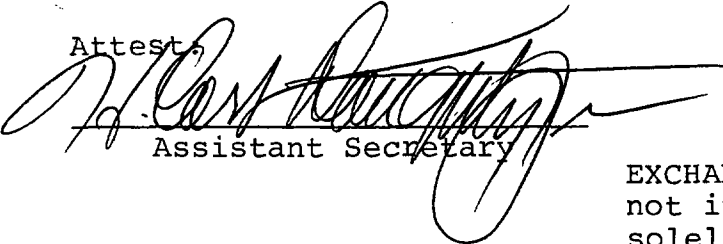
BORDEN, INC.

By

  
Assistant Treasurer

Corporate Seal

Attest:

  
Assistant Secretary

EXCHANGE NATIONAL BANK OF CHICAGO,  
not in its individual capacity but  
solely as Trustee under a Trust  
Agreement dated as of September 15,  
1980 with the Bank of New York.

By

  
Vice President

Corporate Seal

Attest:

  
ASST. TRUST OFFICER

STATE OF OHIO )  
 : SS.:  
COUNTY OF FRANKLIN )

On this 24th day of February, 1981, before me personally appeared R. H. Byrd, to me personally known, who, being by me duly sworn, says that he is Asst. Treasurer of BORDEN, INC., a New Jersey corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

(Notarial Seal)

My Commission expires:

Victoria J. West  
Notary Public  
VICTORIA J. WEST  
NOTARY PUBLIC - STATE OF OHIO  
FRANKLIN COUNTY  
MY COMMISSION EXPIRES...4/17/81

STATE OF ILLINOIS )  
 : SS.:  
COUNTY OF COOK )

On this 4th day of March, 1981, before me personally appeared MICHAEL D. GOODMAN, to me personally known, who, being by me duly sworn, says that he is a Vice President of EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(Notarial Seal)

My Commission expires

My Commission Expires December 13, 1983

Dolly E. Jenkins  
Notary Public